

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING
ELECTIONS, UNIT: V-3686
(hereinafter "Subject Drilling Unit")

DOCKET NO. VG0B-97/0715-0592

REPORT OF BOARD

FINDINGS AND ORDER

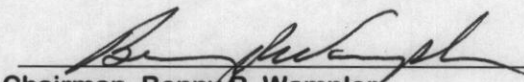
1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulation, 4 VAC 25-160.70.C by supplementing the Order previously issued by the Board for subject Docket on September 17, 1997, and re-recorded at Instrument # 970004127 in the Office of the Clerk of Circuit Court, Wise County, Virginia on October 14, 1997 (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.

2. Findings: The Board finds that:

- (a) The Board Order directed Equitable Resources Energy Company, (herein the "Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
- (b) The designated operator filed its affidavit of mailing dated October 15, 1997, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;
- (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated December 2, 1997, in accordance with the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70.C (herein "Affidavit


- (d) Current Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election, a copy of which is attached hereto as Exhibit B.
- (e) Current Board standards requiring the escrow of funds and the board's agreement with its Escrow Agent, First Virginia Bank-Mt. Empire, Trust Department, P. O. Box 1038, Abingdon, Virginia 24212, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2, above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, First Virginia Bank-Mt. Empire, Trust Department, P. O. Box 1038, Abingdon, Virginia 24212, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the board therefore.
4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that true and correct copy of this Order was sent to each person whose interest or claim is subject to escrow and whose address is known.
5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 28th day of December, 1997 by a majority of the Virginia Gas and Oil Board.


Chairman, Benny R. Wampler

STATE OF VIRGINIA }
COUNTY OF WISE }

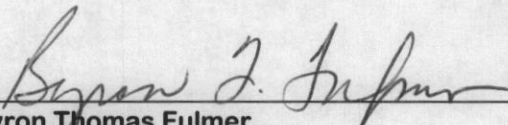
Acknowledged on this 28th day of December, 1997, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Susan G. Garrett
Notary Public

My Commission expires 7/31/98

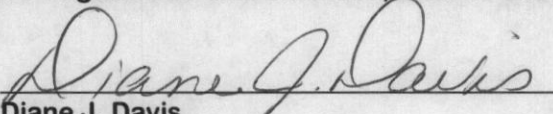
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DONE AND EXECUTED this 28th day of December, 1997 by order of
this Board.


Byron Thomas Fulmer
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA }
COUNTY OF WASHINGTON}

Acknowledged on this 28th day of December, 1997,
personally before me a notary public in and for the Commonwealth of Virginia,
appeared Byron Thomas Fulmer, being duly sworn did depose and say that he is
Principal Executive to the Staff of the Virginia Gas and Oil Board, that he executed the
same and was authorized to do so.


Diane J. Davis
Notary Public

My commission expires: 9/30/2001

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Equitable Resources Energy Company, Eastern Region for Forced Pooling of Interests in Unit Number V-3686, VGOB Docket No. VGOB-97/0715-0592 in the Roberson Magisterial District of Wise County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of Wilhoit & Kaiser, the Agent for the Designated Operator, with offices located at 155 Shelby Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on September 17, 1997, by the Virginia Gas and Oil Board regarding the captioned conventional Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was re-recorded in the county above named; that said Order was re-recorded on October 14, 1997.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

None.

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

None.

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims which are not subject to escrow:

None.

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

The following persons have not made a timely election, did not enter into a voluntary agreement, and are deemed to have leased for failure to timely respond:

Tract	Name	Cash Consideration
Tract 6	Lanny P. Bolling et ux	1.0500 Acres x \$5=\$5.25

That pursuant to the provision of 4 VAC 25-160.70.C, annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are not required in this matter pursuant to the terms of §§ 45.1-361.21.D.

Dated at Kingsport, Tennessee, this 2nd day of December 1997.

James E. Kaiser
Affiant

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Resources Energy Company, a corporation, on behalf of the corporation, this 2nd day of

December 1997.

Jamie E. Fuller
Notary

My Commission Expires: July 31, 2001

EXHIBIT "B"
V-3686
VGOB 97-0715-0592

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTERESTS</u>
1	Penn Virginia Resources Corp. 999 Executive Park Blvd Suite 300 Kingsport, TN 37660	Leased-EREC 223096L 01 Tract No. 1055	75.390000%	84.9500	0.0942375 RI
	Equitable Resources Energy Company				0.6596625 WI
	Tract 1 Totals		75.390000%	84.9500	0.7539000
2	Marie Bolling Combs, single 28433 Joy Road, Lot 53 Westland, MI 48185	Leased-EREC 244825L 01	6.620000%	7.4600	0.0082750 RI
	Equitable Resources Energy Company				0.0579250 WI
	Tract 2 Totals		6.620000%	7.4600	0.0662000
3	Peggy Bolling Varner and Gary Varner, W/H 127 Hazelwood Drive Johnson City, TN 37615	Leased-EREC 245267L 01	6.910000%	7.7900	0.0086375 RI
	Equitable Resources Energy Company				0.0604625 WI
	Tract 3 Totals		6.910000%	7.7900	0.0691000
4	Paul Bolling and Belvia Bolling, H/W PO Box 441 Pound, VA 24279-0441	Leased-EREC 245256L 01	7.260000%	8.1800	0.0090750 RI
	Equitable Resources Energy Company				0.0635250 WI
	Tract 4 Totals		7.260000%	8.1800	0.0726000

EXHIBIT "B"
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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTERESTS</u>
5	Donnie Bolling and Margaret Bolling 5512 North Fork Road Pound, VA 24279	Leased-EREC 245251L 01	1.470000%	1.6600	0.0018375 RI
	Equitable Resources Energy Company				0.0128625 WI
	Tract 5 Totals		1.470000%	1.6600	0.0147000
6	Lanny P. Bolling and Candice Bolling, H/W PO Box 701 Pound, VA 24279	Unleased	0.930000%	1.0500	0.0011625 RI
	Equitable Resources Energy Company				0.0081375 WI
	Tract 6 Totals		0.930000%	1.0500	0.0093000
7	Gaye Kiser West PO Box 932 Wise, VA 24293	Leased-EREC 244824L 01	0.350000%	0.3900	0.0004375 RI
	Equitable Resources Energy Company				0.0030625 WI
	Tract 7 Totals		0.350000%	0.3900	0.0035000
8	Jerry L. Mullins and Tina C. Mullins, H/W 5478 North Fork Road Pound, VA 24279	Leased-EREC 245250L 01	1.070000%	1.2100	0.0013375 RI
	Equitable Resources Energy Company				0.0093625 WI
	Tract 8 Totals		1.070000%	1.2100	0.0107000
TOTAL			100.000000%	112.6900	1.0000000